

**May 29, 2023**

To,  
BSE Ltd.  
Dept. of Corporate Services  
25<sup>th</sup> Floor, P.J. Towers, Dalal Street,  
Mumbai - 400 001

**Sub:** Annual Secretarial Compliance Report for the financial year ended on 31.03.2023.

Dear Sir,

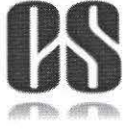
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no CIR/CFD/CMDI/27/2019 dated February 08, 2019 read with circulars issued by BSE dated March 16, 2023 and April 10, 2023 respectively; we hereby submit the Annual Secretarial Compliance Report for the year ended 31st March, 2023 issued by Shri Bhairav H. Shukla, Practicing Company Secretary, Surat.

Kindly take the same on your record.

Thanking You.

Yours faithfully,  
**For Shahlon Silk Industries Limited**

**Hitesh Garmora**  
**Company Secretary**



**BHAIRAV H. SHUKLA**

(M.com, FCS)

105-106, Jolly Plaza, Athwagate,  
Surat - 395001.

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Phone:-+91 9825405078

**SECRETARIAL COMPLIANCE REPORT OF SHAHLON SILK INDUSTRIES LIMITED  
CIN: L17120GJ2008PLC053464**

**FOR THE FINANCIAL YEAR ENDED 31.03.2023**

To,  
**SHAHLON SILK INDUSTRIES LIMITED**  
CIN: L17120GJ2008PLC053464  
91, G.I.D.C., KHATODARA,  
BEHIND - SUB-JAIL,  
RING ROAD, SURAT – 395002, GUJARAT, INDIA

I, **BHAIRAV H. SHUKLA**, Practising Company Secretary (CP – 5820) having office at 105-106 Jolly Plaza, Besides G P College, Athwagate, Surat – 395001, Gujarat, India have examined:-

- (a) all the documents and records made available to us and explanation provided by **SHAHLON SILK INDUSTRIES LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31.03.2023** (“Review Period”) in respect of compliance with the **provisions of** :
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there-under; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India (“SEBI”);



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(NOT APPLICABLE TO THE COMPANY DURING THE AUDIT REVIEW PERIOD)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(NOT APPLICABLE TO THE COMPANY DURING THE AUDIT REVIEW PERIOD)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE TO THE COMPANY DURING THE AUDIT REVIEW PERIOD)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(NOT APPLICABLE TO THE COMPANY DURING THE AUDIT REVIEW PERIOD)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None



2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	None
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	None
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Company does not have any subsidiary.





6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes  NA	None  No such related party transaction exists
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there-under.</p>	Yes	None
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Entity has purchased the SDD software in January, 2023



11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except as provided under separate paragraph herein (**).</p>	Yes	*As per note
<p><b>*Note:</b></p> <p>The entity has submitted quarterly financial results for the quarter ended 30.09.2022 on 15.11.2022; due date to file the same was 14.11.2022.</p> <p>The entity has delayed in filing the same for 01 (One) day.</p> <p><b>BSE has imposed a penalty of Rs.5900/- (Basic Fine Rs.5000 + GST Rs.900/-) for delayed submission of quarterly financial results for the quarter ended 30.09.2022.</b></p>			
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	No additional non Compliances were observed for any SEBI regulation/ circular/ guidance note etc. during the year under review.

**Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:**

No event relating to resignation of statutory auditors of the company has occurred during the review period and the company does not have any subsidiary. Hence, this clause is not applicable.



- (a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under, except in respect of matters specified below:

Sr. No.	01.
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	<p><b>DECLARATION AND SUBMISSION OF UNAUDITED FINANCIAL RESULTS WITHIN 45 DAYS FROM THE END OF THE QUARTER</b></p> <p>Regulation 33(3)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The listed entity shall submit the financial results in the following manner:</p> <p>The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.</p>
Regulation/ Circular No.	Regulation 33(3)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	<p><b>DELAY IN SUBMISSION OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2022.</b></p> <p>The financial results for the quarter ended 30<sup>th</sup> September, 2022 were not submitted with the Stock Exchange within time limit.</p>
Action Taken by	BSE Limited
Type of Action	Imposed Penalty of Rs.5000/- plus Rs.900/- GST (Total Rs.5900/-)
Details of Violation	<p>Non compliance of Regulation 33(3)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The company has submitted quarterly financial results for the quarter ended 30.09.2022 on 15.11.2022; due date to file the same was 14.11.2022.</p> <p>The company has delayed filed for 01 (One) day.</p>
Fine Amount	The Bombay Stock Exchange (BSE) has imposed a fine of Rs.5900/- (including GST Rs.900/-)
Observations/ Remarks of the Practicing Company Secretary	The entity has submitted quarterly financial results for the quarter ended 30.09.2022 on 15.11.2022; due date to file the





	same was 14.11.2022. The entity has delayed filed for 01 (One) day.
<b>Management Response</b>	The Board of Directors considered the matter and noted that the non-compliance which has been identified and indicated by the Stock Exchange in the matter of late submission of the unaudited financial results for the quarter and half year ended on 30th September, 2022 to the exchange, was by one day only and the same was inadvertent. From now onwards, the Company will take due care to ensure timely compliance of SEBI Regulations.
<b>Remarks</b>	Acknowledged

**(b) The listed entity has taken the following actions to comply with the observations made in previous reports:**

<b>Sr. No.</b>	01.
<b>Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)</b>	Regulation 18(2)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015  The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.
<b>Regulation/ Circular No.</b>	Regulation 18(2)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Deviations</b>	Audit Committee Meeting was held and conducted on 10.02.2021 and thereafter immediate next meeting was held and conducted on 29.06.2021  The gap between two consecutive meetings of the Audit Committee (10.02.2021 and 29.06.2021) exceeded 120 days.
<b>Action Taken by</b>	None
<b>Type of Action</b>	None
<b>Details of Violation</b>	The gap between two consecutive meetings of the Audit Committee (10.02.2021 and 29.06.2021) exceeded 120 days.
<b>Fine Amount</b>	No fine was imposed.
<b>Observations/ Remarks of the Practicing Company Secretary</b>	The gap between two consecutive meetings of the Audit





	Committee (10.02.2021 and 29.06.2021) exceeded 120 days.
<b>Management Response</b>	Noted and from now onwards, the Company will take due care to ensure compliance of said Regulation.
<b>Remarks/ Actions taken by the listed entity, if any to comply with the above observations</b>	Acknowledged. For the current Financial Year 2022-23 the Company has complied with the said regulation.

<b>Sr. No.</b>	02.
<b>Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)</b>	Regulation 19(3A) The nomination and remuneration committee shall meet at least once in a year
<b>Regulation/ Circular No.</b>	Regulation 19(3A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Deviations</b>	A meeting of Nomination and Remuneration committee of the Company was held and conveyed considering the year as a Financial Year.
<b>Action Taken by</b>	None
<b>Type of Action</b>	None
<b>Details of Violation</b>	Nomination and Remuneration committee meeting was held, conveyed and conducted on 26.03.2022 considering the year as a Financial Year.
<b>Fine Amount</b>	No fine was imposed.
<b>Observations/ Remarks of the Practicing Company Secretary</b>	Nomination and Remuneration committee meeting was held, conveyed and conducted on 26.03.2022 consider the year as a Financial Year.
<b>Management Response</b>	Noted and from now onwards, the Company will take due care to ensure compliance of said Regulation.
<b>Remarks/ Actions taken by the listed entity, if any to comply with the above observations</b>	Acknowledged. For the current Financial Year 2022-23 the Company has complied with the said regulation.



<b>Sr. No.</b>	03.
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	Regulation 20(3A) The Stakeholders relationship committee shall meet at least once in a year.
<b>Regulation/ CircularNo.</b>	Regulation 20(3A)
<b>Deviations</b>	A meeting of Stakeholders relationship committee was held and conveyed considering the year as a Financial Year.
<b>ActionTaken by</b>	None
<b>Type of Action</b>	None
<b>Details of Violation</b>	Stake holders relationship committee meeting was held, conveyed and conducted on 26.03.2022 considering the year as a Financial Year.
<b>Fine Amount</b>	No fine was imposed.
<b>Observations/ Remarks of the Practicing Company Secretary</b>	Stakeholders relationship committee meeting was held, conveyed and conducted on 26.03.2022 consider the year as a Financial Year.
<b>Management Response</b>	Noted and from now onwards, the Company will take due care to ensure compliance of said Regulation.
<b>Remarks/ Actions taken by the listed entity, if any to comply with the above observations</b>	Acknowledged. For the current Financial Year 2022-23 the Company has complied with the said regulation.

#### Assumption & Limitation of Scope and Review

1. Compliance of applicable laws and ensuring the authenticity of documents and information furnished, are the responsibility of the management of the listed entity.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, we followed provide a reasonable basis for my opinion.
3. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor expression of opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.



5. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Surat

Date: 29.05.2023



  
Bhairav H. Shukla  
Practising Company Secretary  
FCS No. 6212  
CP No. 5820  
UDIN F006212E000407571